**Thomas Cook (India) Ltd.**
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717
A FAIRFAX Company

Thomas Cook Travel Smooth thomascook.in

8th August, 2018

The Manager,
Listing Department
**BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
**Scrip Code: 500413**
**NCD Scrip Code:, 952673, 952674, 952675**

Fax No.: 2272 2037/39/41/61

The Manager,
Listing Department
**National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
**Scrip Code:**
**Thomas Cook 9.37% 2018 SERIES 1; Thomas Cook 9.37% 2019 SERIES 2; Thomas Cook 9.37% 2020 SERIES 3**

Fax No.: 2659 8237/38

Dear Sir,

**Sub: Allotment of Equity Shares under Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012**

*Ref: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.*

With reference to the above subject, please note that the Nomination and Remuneration Committee of the Board of Directors, vide Resolution dated 7th August, 2018 allotted 950 Equity Shares under the Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 (SHRIL ESOS 2012). We herein enclose the details as necessitated vide SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 as '**Annexure A'** and '**Annexure B'** for SHRIL ESOS 2012.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Thomas Cook (India) Limited**

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2018.08.08 16:29:42 +05'30'

**Amit J. Parekh**
*Company Secretary & Compliance Officer*
*ACS: 13648*
Marathon Future X, 11th Floor, N.M. Joshi Marg, Lower Parel, Mumbai 400 013

**Encl.: a/a**

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**Annexure A**

**Disclosures about Options to purchase securities [including any Share Based Employee Benefit (SBEB) Scheme] at the time of instituting the scheme and vesting or exercise of options**

| Sr. No. | Disclosures | Particulars |
|---|---|---|
| a) | brief details of options granted | The present instance is an allotment of shares upon exercise of 950 options. The brief terms of the scheme for which the present allotment is being made is attached herewith as **Annexure B**. |
| b) | whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable) | Yes |
| c) | total number of shares covered by these options | The total number of shares covered by these options in this instance is 950 |
| d) | pricing formula | Consideration with reference to point 15.3.2 of Composite Scheme Of Arrangement And Amalgamation.<br><br>Grant I – Dated 24th January 2013 - Rs. 80.00<br>Grant II - Dated 30th July 2014 – Rs. 108.46 |
| e) | options vested | 950 options are exercised under Grant II mentioned in Sr. No. (d).<br>Total options vested under Grant II are 48900. |
| f) | time within which options may be exercised | Options can be exercised 5 years from the Date of each Vesting. |
| g) | options exercised | 950 options at exercise price of Rs. 108.46/- |
| h) | money realized by exercise of options | Total Amount of Rs. 1,03,037.00/- realized by exercise of options mentioned in Sr. No. (c) |
| i) | the total number of shares arising as a result of exercise of option | Total 950 Equity Shares of Face Value Re. 1/- each |
| j) | options lapsed | N.A. |
| k) | variation of terms of options | N.A. |
| l) | brief details of significant terms | The brief terms of the scheme for which the present allotment is being made is attached herewith as **Annexure B.** |
| m) | subsequent changes or cancellation or exercise of such options | N.A. |
| n) | diluted earnings per share pursuant to issue of equity shares on exercise of options | N.A. |

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**Annexure B**
**Brief terms of the Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 ("SHRIL ESOS 2012")**

**Purpose of the Plan**:
The purpose of the SHRIL ESOS 2012 is to provide the employees with an additional incentive in the form of Options to receive the equity shares of the Company at a future date. The ESOS is aimed at further motivating and retaining the employees and thereby increasing the profitability of the Company.

**Vesting of Options**: Subject to the provisions of SHRIL ESOS 2012 and the SEBI ESOP Guidelines, the options granted under the Scheme shall vest in accordance with the following schedule:

Grant I dated 24th January 2013
- i) 1/3rd of the total options granted shall vest on the first anniversary of the grant date;
- ii) further 1/3rd of the total options granted shall vest on the second anniversary of the grant date;
- iii) balance 1/3rd of the total options granted shall vest on the third anniversary of the grant date;

Grant II dated 30th July 2014
- i) 1/4th of the total options granted shall vest on the first anniversary of the grant date;
- ii) further 1/4th of the total options granted shall vest on the second anniversary of the grant date;
- iii) further 1/4th of the total options granted shall vest on the third anniversary of the grant date;
- iv) balance 1/4th of the total options granted shall vest on the fourth anniversary of the grant date;

Grant date means the date on which the Options are granted to the eligible employees by the Company/ Committee under the Scheme.

**Exercise Price**:
Exercise price shall not be less than the par value of the Equity Shares of the Company and shall not be more than the price prescribed under Chapter VII of SEBI ICDR Regulation 2009 or the Market price (as defined in the Guidelines), whichever is more.

The Exercise price of Rs 96.00 for Grant I was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on 24th January 2013.

The Exercise price of Rs 130.15 for Grant I was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on 30th July 2014

As per point 15.3.2 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Ltd. (SHRIL) and Thomas Cook Insurance Services (India) Ltd (TCISIL), and Thomas Cook (India) Ltd. (TCIL) the SHRIL ESOS 2012 was taken over by TCIL.

The revised Exercise price for Grant I – Rs. 80.00 and for Grant II – 108.46

**Exercise Period and process of Exercise**: Subject to the terms of the Scheme and SEBI ESOP Guidelines, the option holder will have a period of 5 years from the date of which the Options have vested, within which the vested options can be exercised.

**Maximum number of Options in aggregate and per employee**: Subject to making adjustments for any bonus issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company, the maximum number of shares that may be issued pursuant to exercise of Options granted to all employees under this Scheme shall not exceed 4,30,326 (Four Lakh

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thirty thousand three hundred and twenty six ) Shares of Re. 1/- each of the Company. The maximum number of shares that may be issued pursuant to exercise of Options to each employee shall not exceed 1% of issued Equity Capital at the time of granting the options.